



BancorpSouth Bank

Investor Presentation

February 2021



Forward Looking Statements



Certain statements made in this presentation are not statements of historical fact and constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and are subject to the safe harbor created thereby under the Private Securities Litigation Reform Act of 1995. These statements are often, but not always, made through the use of words or phrases such as "anticipate," "aspire," "assume," "believe," "budget," "contemplate," "continue," "could," "estimate," "expect," "forecast," "foresee," "goal," "hope," "indicate," "intend," "may," "might," "outlook," "plan," "project," "projection," "predict," "prospect," "potential," "roadmap," "seek," "should," "target," "will," and "would," or the negative versions of those words or other comparable words of a future or forward-looking nature. These forward-looking statements include, without limitation, discussions regarding general economic, interest rate, real estate market, competitive, employment, and credit market conditions, including the impact of the COVID-19 pandemic on our business; our assets; business; cash flows; financial condition; liquidity; prospects; results of operations; deposit and customer repo growth; interest and fee-based revenue; capital resources; capital metrics; efficiency ratio; valuation of mortgage servicing rights; mortgage production volume; net income; net interest revenue; non-interest revenue; net interest margin; interest expense; non-interest expense; earnings per share; interest rate sensitivity; interest rate risk; balance sheet and liquidity management; off-balance sheet arrangements; fair value determinations; asset quality; credit quality; credit losses; provision and allowance for credit losses, impairments, charge-offs, recoveries and changes in loan volumes; investment securities portfolio yields and values; ability to manage the impact of pandemics and natural disasters; adoption and use of critical accounting policies; adoption and implementation of new accounting standards and their effect on our financial results and our financial reporting; utilization of non-GAAP financial metrics; declaration and payment of dividends; ability to pay dividends or coupons on our 5.5% Series A Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share, or the 4.125% Fixed-to-Floating Rate Subordinated Notes due November 20, 2029; mortgage origination volume; mortgage servicing and production revenue; insurance commission revenue; implementation and execution of cost savings initiatives; ability to successfully litigate, resolve or otherwise dispense with threatened, pending, ongoing and future litigation and governmental, administrative and investigatory matters; ability to successfully complete pending or future acquisitions, dispositions and other strategic growth opportunities and initiatives; ability to successfully obtain regulatory approval for acquisitions and other growth initiatives; ability to successfully integrate and manage acquisitions; opportunities and efforts to grow market share; reputation; ability to compete with other financial institutions; ability to recruit and retain key employees and personnel; access to capital markets; availability of capital; investments in the securities of other financial institutions; and ability to operate our regulatory compliance programs in accordance with applicable law.

Forward-looking statements are based upon management's expectations as well as certain assumptions and estimates made by, and information available to, our management at the time such statements were made. Forward-looking statements are not historical facts, are not guarantees of future results or performance and are subject to certain known and unknown risks, uncertainties and other factors that are beyond our control and that may cause actual results to differ materially from those expressed in, or implied by, such forward-looking statements. These risks, uncertainties and other factors include, without limitation, potential delays or other problems in implementing and executing our growth, expansion and acquisition strategies, including delays in obtaining regulatory or other necessary approvals or the failure to realize any anticipated benefits or synergies from any acquisitions or growth strategies; the risks of changes in interest rates and their effects on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities; the failure of assumptions underlying the establishment of reserves for possible credit losses, fair value for loans and other real estate owned; changes in real estate values; the availability of and access to capital; possible downgrades in our credit ratings or outlook which could increase the costs or availability of funding from capital markets; the ability to attract new or retain existing deposits or to retain or grow loans; the ability to grow additional interest and fee income or to control noninterest expense; the potential impact of the proposed phase-out of the London Interbank Offered Rate ("LIBOR") or other changes involving LIBOR; competitive factors and pricing pressures, including their effect on our net interest margin; general economic, unemployment, credit market and real estate market conditions, and the effect of such conditions on the creditworthiness of borrowers, collateral values, the value of investment securities and asset recovery values; changes in legal, financial and/or regulatory requirements; recently enacted and potential legislation and regulatory actions and the costs and expenses to comply with new and/or existing legislation and regulatory actions, including those actions in response to the COVID-19 pandemic such as the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"), the Economic Aid to Hard-Hit Small Businesses, Nonprofits, and Venues Act (the "Economic Aid Act") and any related rules and regulations; changes in U.S. Government monetary and fiscal policy, including any changes that result from the recent U.S. elections; FDIC special assessments or changes to regular assessments; possible adverse rulings, judgments, settlements and other outcomes of pending, ongoing and future litigation and governmental, administrative and investigatory matters (including litigation or actions arising from our participation in and administration of programs related to the COVID-19 pandemic (including, among other things, the PPP loan programs authorized by the CARES Act and the Economic Aid Act); the ability to keep pace with technological changes, including changes regarding maintaining cybersecurity; the impact of failure in, or breach of, our operational or security systems or infrastructure, or those of third parties with whom we do business, including as a result of cyber-attacks or an increase in the incidence or severity of fraud, illegal payments, security breaches or other illegal acts impacting us or our customers; natural disasters or acts of war or terrorism; the adverse effects of the ongoing global COVID-19 pandemic, including the magnitude and duration of the pandemic, and the impact of actions taken to contain or treat COVID-19 on us, our employees, our customers, the global economy and the financial markets; international or political instability; impairment of our goodwill or other intangible assets; losses of key employees and personnel; adoption of new accounting standards, including the effects from the adoption of the current expected credit loss methodology on January 1, 2020, or changes in existing standards; and other factors as detailed from time to time in our press and news releases, periodic and current reports and other filings we file with the FDIC.

The foregoing factors should not be construed as exhaustive and should be read in conjunction with those factors that are set forth from time to time in our periodic and current reports filed with the FDIC, including those factors included in our Annual Report on Form 10-K for the year ended December 31, 2019 under the heading "Item 1A. Risk Factors," in our Quarterly Reports on Form 10-Q and in our Current Reports on Form 8-K.

Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date of this presentation, if one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Accordingly, undue reliance should not be placed on any forward-looking statements. The forward-looking statements speak only as of the date of this presentation, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law. New risks and uncertainties may emerge from time to time, and it is not possible for us to predict their occurrence or how they will affect us. All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this section.

About BancorpSouth Bank (NYSE: BXS)



- BancorpSouth was originally chartered in 1876 and went public in 1986
- Total assets of approximately \$24.1 billion as of December 31, 2020
- Market capitalization of \$2.8 billion⁽¹⁾
- Headquartered in Tupelo, Mississippi
- Approximately 306 full service branches, as well as additional mortgage, insurance and loan production offices, located throughout an eight state footprint⁽²⁾
- Customer focused business model with comprehensive line of financial products and banking services for individuals and small to mid-size businesses

(1) Market capitalization as of January 31, 2021

(2) Excludes a single insurance location in Illinois and a single LPO in Oklahoma

Community Bank Structure – 8-state Footprint



LEGEND

- BancorpSouth Bank
- National United *
- FNB Bank *

- 306 Full Service Branches
- 5 Loan Production Offices
- 29 Insurance Locations (20 Stand Alone)
- 105 Mortgage Locations (8 Stand Alone)
- 31 Wealth Management Locations

Location information as of December 31, 2020.
 Excludes a single insurance location in Illinois and a single LPO in Oklahoma.
 *Transactions pending

National United Transaction Summary



Merger Partner	National United Bancshares, Inc. and its wholly owned bank subsidiary, National United (collectively, “National United”)
Purchase Price⁽¹⁾	\$114.7 million
Consideration	3,110,000 shares of BXS common stock and \$33.25 million in cash
Consideration Mix⁽¹⁾	≈ 70% stock / 30% cash
Expected Tangible Equity at Closing⁽²⁾	Approximately \$71.0 million after seller-incurred expenses
Management Retention	<ul style="list-style-type: none">▪ Eugene Worthington - Area Chairman (Current Chairman & CEO)▪ 16 other key team members under contract
Required Approvals	Regulatory, National United shareholders, & other customary approvals
Anticipated Closing	First half of 2021

(1) Based upon BancorpSouth's closing price of \$26.19 on December 1, 2020.

(2) In the event National United's equity capital at closing is less than \$67.0 million after seller-incurred expenses, then the consideration will be adjusted downward by an amount equal to such equity capital shortfall.

FNS Transaction Summary



Merger Partner	FNS Bancshares, Inc. and its wholly owned bank subsidiary, FNB Bank (collectively, “FNS”)
Purchase Price⁽¹⁾	\$108.4 million
Consideration	2,975,000 shares of BXS common stock and \$18.0 million in cash
Consideration Mix⁽¹⁾	≈ 80% stock / 20% cash
Minimum Tangible Equity Requirement⁽²⁾	\$66.0 million after seller-incurred expenses
Management Retention	Steve Rownd – Division President (Current Chief Executive Officer)
Required Approvals	Regulatory, FNS shareholders, & other customary approvals
Anticipated Closing	First half of 2021

(1) Based upon BancorpSouth's closing price of \$30.37 on January 12, 2021.

(2) In the event FNS Bancshares' tangible equity capital at closing is less than \$66.0 million after seller-incurred expenses, then the consideration will be adjusted downward by an amount equal to such tangible equity capital shortfall. The tangible equity capital requirement is subject to certain adjustments dependent upon the actual closing date of the transaction.

Pro Forma Loans and Deposits



As of December 31, 2020 (Dollars in Thousands)

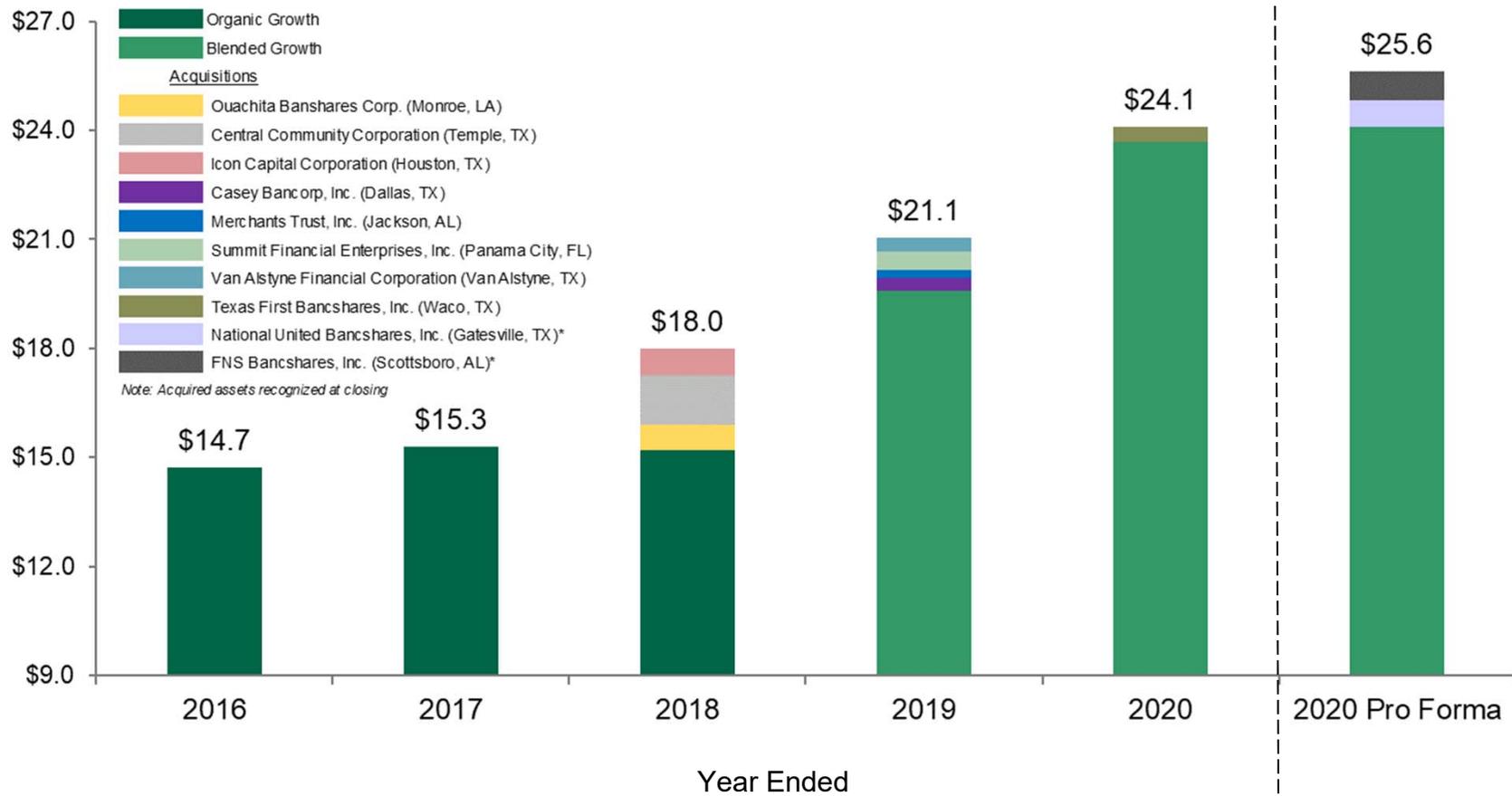
Market	Total BXS Deposits	National United / FNS	Pro Forma Deposits	Percent of Total	Total BXS Loans*	National United / FNS	Pro Forma Loans	Percent of Total
Mississippi	\$ 7,277,335	\$ -	\$ 7,277,335	34.3%	\$ 4,419,356	\$ -	\$ 4,419,356	27.7%
Texas	4,605,249	676,709	5,281,958	24.9%	5,000,240	446,038	5,446,278	34.1%
Arkansas	2,027,687	-	2,027,687	9.6%	1,189,946	-	1,189,946	7.5%
Alabama	1,457,042	459,892	1,916,934	9.0%	1,169,390	373,180	1,542,570	9.7%
Tennessee	1,787,311	98,395	1,885,706	8.9%	1,022,282	43,666	1,065,948	6.7%
Louisiana	1,770,068	-	1,770,068	8.3%	1,313,131	-	1,313,131	8.2%
Missouri	461,954	-	461,954	2.2%	482,627	-	482,627	3.0%
Florida	459,795	-	459,795	2.2%	425,507	-	425,507	2.7%
Georgia	-	117,193	117,193	0.6%	-	66,621	66,621	0.4%
Total	\$ 19,846,441	\$ 1,352,189	\$ 21,198,630	100.0%	\$ 15,022,479	\$ 929,505	\$ 15,951,984	100.0%

*Includes \$975.4 million in PPP loans
Transactions with National United and FNS are pending.

Total Assets Growth



Compound Annual Growth Rate of 13.1%

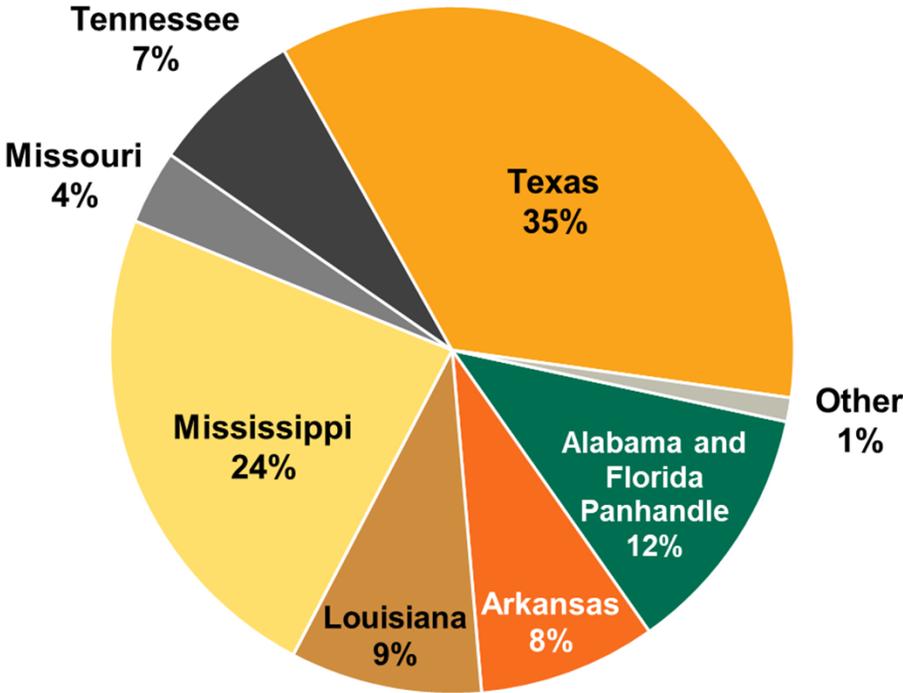


Dollars in billions.
*Transactions pending

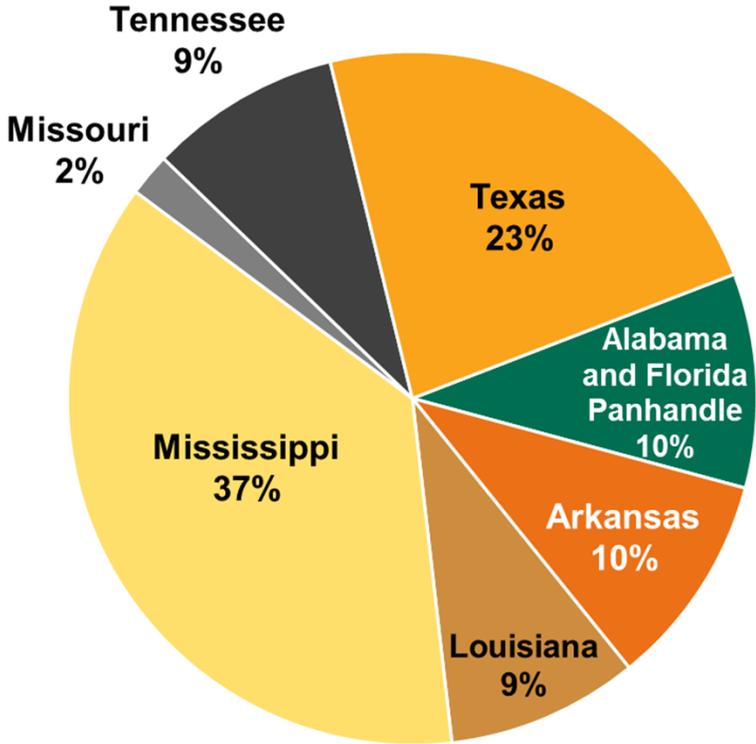
Book of Business by State



Loans



Deposits



As of December 31, 2020.

Wide Range of Product Offerings



Other Product Offerings



INSURANCE

 **155**
LICENSED PRODUCERS

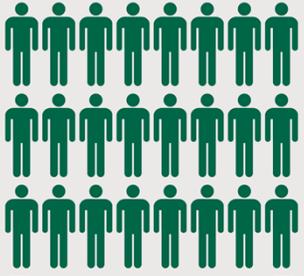
29 
LOCATIONS


P&C


COMMERCIAL


EMPLOYEE BENEFITS

MORTGAGE


160
ORIGINATORS


105
LOCATIONS

\$3.2 
BILLION 2020 PRODUCTION

57%
PURCHASE MONEY

43%
REFINANCE

TRUST & WEALTH MANAGEMENT


31 LOCATIONS

 **11**
BILLION
Total Assets Under Management

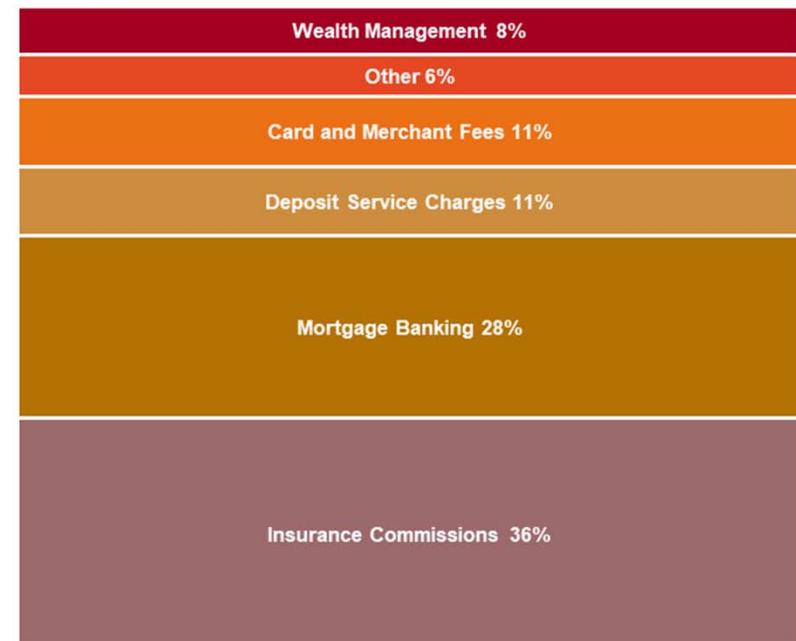
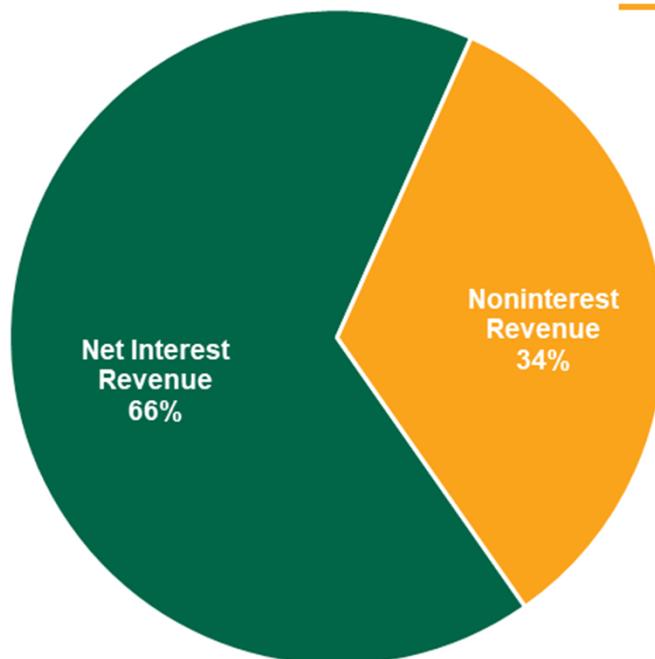
Diversified Revenue Streams



Broad Product Offerings Generate Approximately 34% Noninterest Revenue

Total Revenue of \$1.0 billion*

Total Noninterest Revenue of \$349.3 million*



Note: Percentages and amounts based on the rolling twelve month period ended December 31, 2020.
*Excludes negative MSR adjustment of \$12.8 million and net securities gains of approximately \$58,000.

2020 Financial Highlights



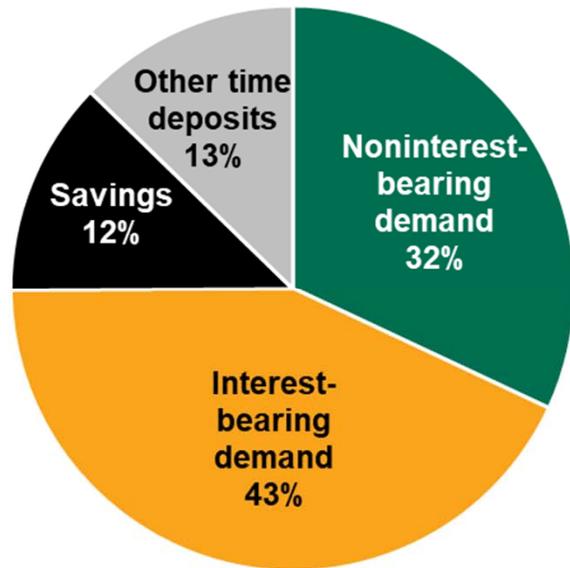
Earnings Highlights	<ul style="list-style-type: none"> Record pre-tax pre-provision net revenue of \$397.5 million – 1.75% of average assets Net income available to common shareholders of \$218.6 million, or \$2.12 per diluted common share Net operating income available to common shareholders – excluding MSR – of \$237.3 million, or \$2.30 per diluted common share
Credit	<ul style="list-style-type: none"> Adopted CECL effective January 1, 2020 with a day 1 impact of \$62.6 million; Provision for credit losses for the year of \$86.0 million Net charge-offs of \$27.5 million, or 0.18% of net loans and leases, 0.14% of which represented acquired loans while 0.04% represented originated credits Allowance for credit losses coverage increased to 1.74% of net loans and leases, excluding the impact of PPP loans
Mortgage	<ul style="list-style-type: none"> Record production volume of \$3.2 billion, a 60% increase over previous annual production record Production and servicing revenue of \$99.1 million Negative pre-tax mortgage servicing rights (“MSR”) valuation adjustment of \$12.8 million
Other Highlights	<ul style="list-style-type: none"> Generated \$3.2 billion, or 19% organic deposit and customer repo growth Produced \$1.2 Paycheck Protection Program (“PPP”) loans Continued success improving cost structure; operating efficiency ratio – excluding MSR – declined to 61.6%
Capital	<ul style="list-style-type: none"> Repurchased 3.3 million shares at a weighted average price of \$26.42 Maintained strong regulatory capital metrics – total risk-based capital of 14.24%

Q4 Financial Highlights

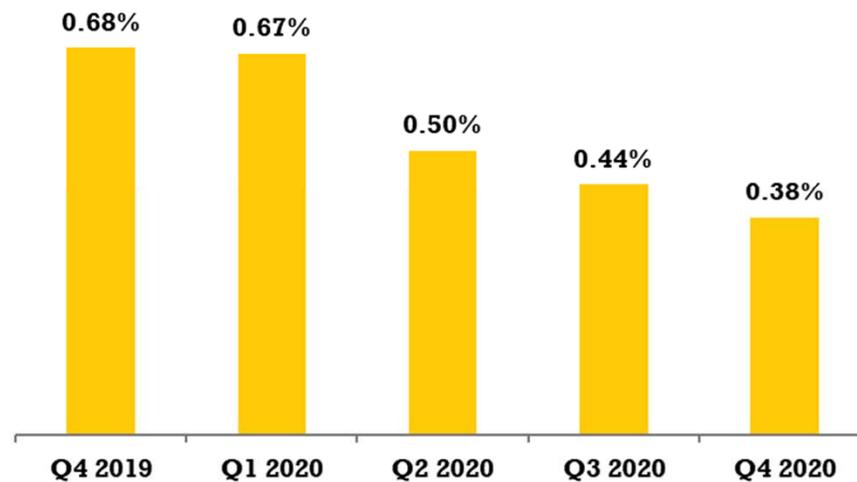


Earnings Highlights	<ul style="list-style-type: none">• Pre-tax pre-provision net revenue of \$93.6 million – 1.57% of average assets annualized• Net income available to common shareholders of \$66.4 million, or \$0.65 per diluted common share• Net operating income available to common shareholders – excluding MSR – of \$70.8 million, or \$0.69 per diluted common share
Credit	<ul style="list-style-type: none">• Provision for credit losses of \$5.0 million for the quarter• Total non-performing assets declined 15.7% while past dues, loan deferrals, and modifications remained relatively stable
Mortgage	<ul style="list-style-type: none">• Production volume of \$845.9 million, 55% of which represented purchase money production• Production and servicing revenue of \$19.9 million• Positive MSR valuation adjustment of \$0.2 million
Other Highlights	<ul style="list-style-type: none">• Generated \$459.7 million, or 9.1% annualized, deposit and customer repo growth• Recorded charge of \$5.8 million to reflect settlement accounting impact of lump sum payments associated with elevated number of retirements
Capital	<ul style="list-style-type: none">• No share repurchases during the quarter• Announced the signing of merger agreements with National United Bancshares, Inc., and FNS Bancshares, Inc. which will add approximately \$1.5 billion in assets

Strong Deposit Base



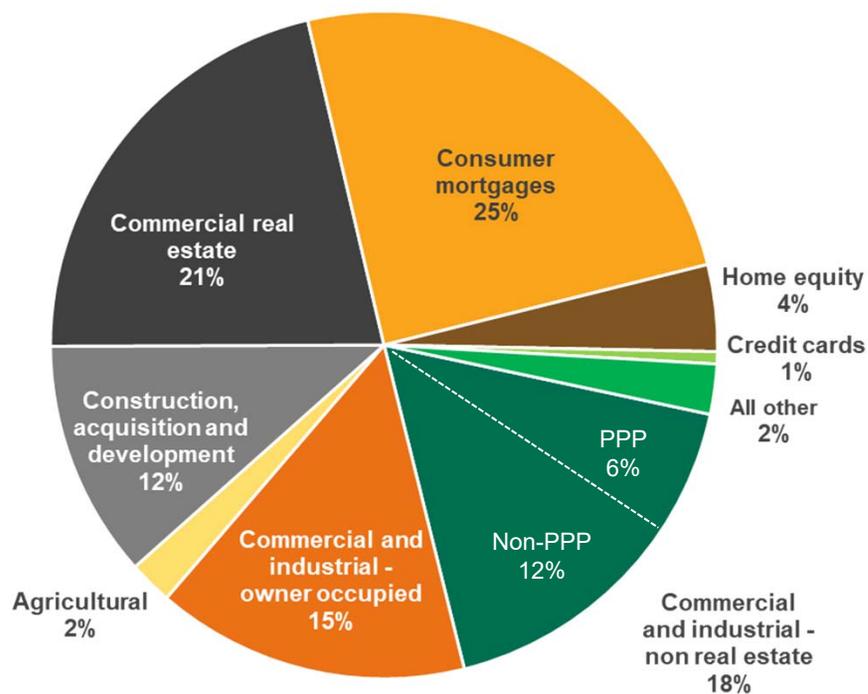
Cost of Deposits (%)



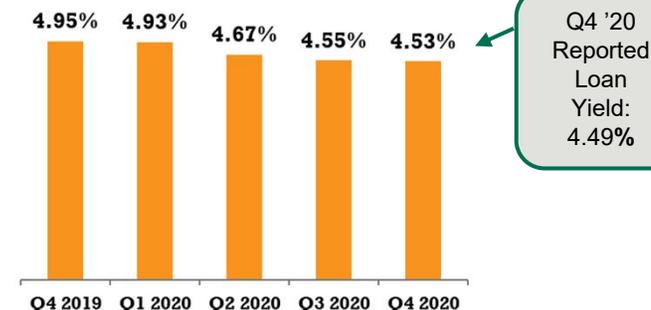
As of December 31, 2020 (\$ in Thousands)		Deposits	Average Account Size	Q4 2020 Cost of Deposits
Noninterest-bearing demand	\$	6,341,457	\$ 17.1	-
Interest-bearing demand		8,524,010	72.2	0.47%
Savings		2,452,059	15.7	0.15%
Other time deposits		2,528,915	48.3	1.28%
Total Deposits	\$	19,846,441	\$ 28.5	0.38%

Q4 '20 Cost of Interest Bearing Deposits: **0.57%**

Loan Portfolio



Loan Yield Excluding PPP (%)⁽¹⁾



As of December 31, 2020 (\$ in Thousands)	Loans	Average Account Size*	Q4 2020 Yield ⁽¹⁾
Commercial and industrial			
Commercial and industrial - non real estate	\$ 1,765,943	\$ 107.0	5.03%
Commercial and industrial - owner occupied	2,281,127	431.8	4.47%
Commercial Real Estate			
Agricultural	317,994	150.1	4.51%
Construction, acquisition and development	1,728,682	332.3	4.82%
Commercial real estate	3,211,434	850.3	4.31%
Consumer			
Consumer mortgages	3,726,241	145.5	4.23%
Home equity	630,097	37.0	4.11%
Credit cards	89,077	N/A	11.19%
All other	296,463	18.2	5.51%
Total Loans HFI (excl. PPP)	\$ 14,047,058	\$ 152.0	4.53%
PPP Loans	975,421	71.6	3.99%
Total Loans HFI	\$ 15,022,479	\$ 141.6	4.49%

(1) Excludes accretable yield.

*Credit card is excluded from average account size totals

Paycheck Protection Program



Phase 1 Highlights*

- The Company originated and funded 15,021 PPP loans totaling \$1.2 billion, with an average loan size of approximately \$82,500
- Over 5,000 of the loans were to new customers of the bank
- PPP loans had an adverse impact of approximately 4 basis points on the reported loan yield for the fourth quarter

Forgiveness Update

- As of February 5, 2021 applications for forgiveness have been received for 8,014 loans totaling \$695.0 million
- 6,088 applications totaling \$527.7 million have been submitted to SBA, 5,592 of which have been approved for full forgiveness and funds have been received totaling \$384.4 million
- As of December 31, 2020 there were 12,347 loans totaling \$342.9 million that were under the streamlined forgiveness threshold of \$150,000

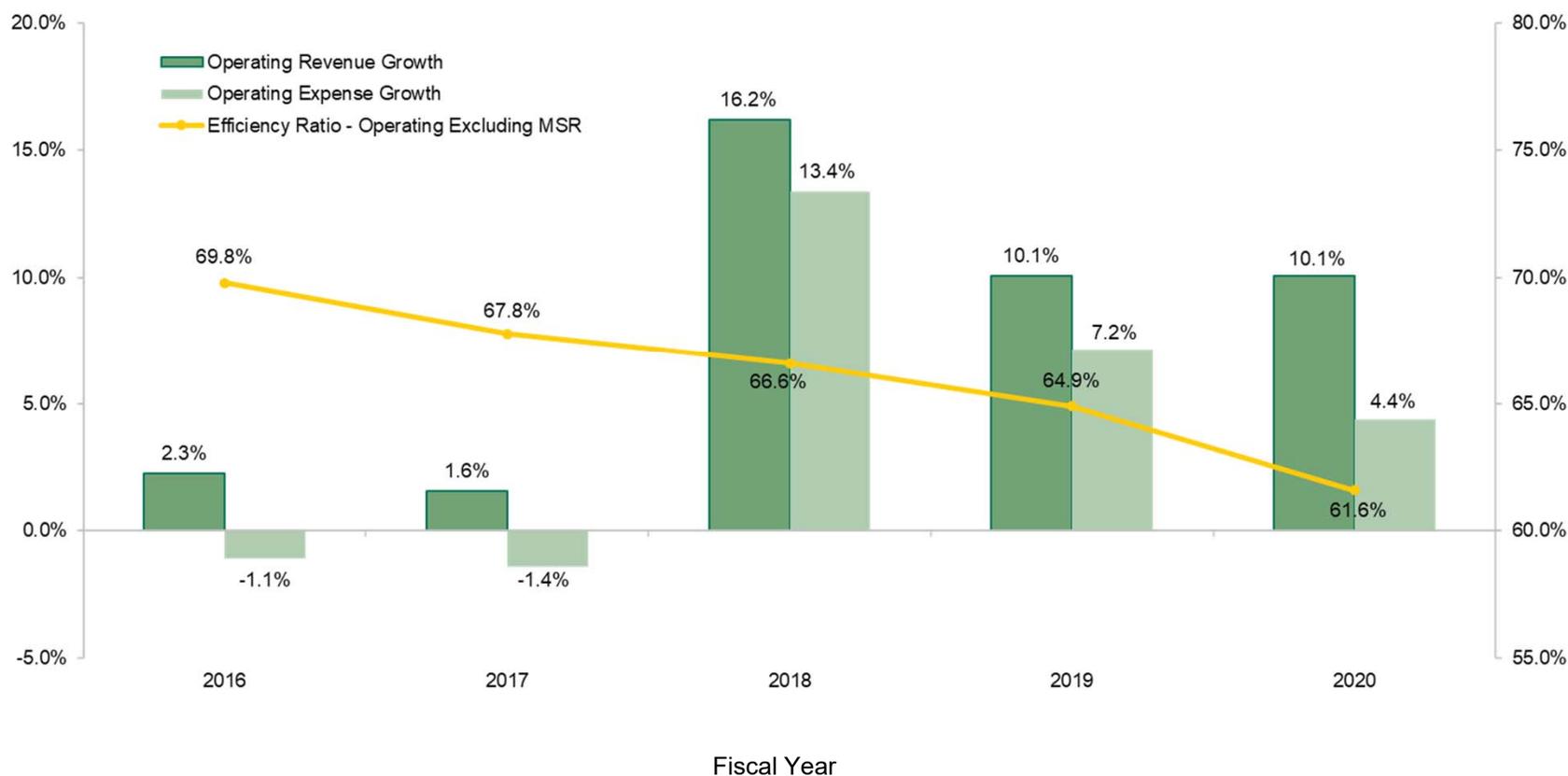
Phase 2 Highlights

- Actively processing applications for funding under Phase 2 of the program
- As of February 5, 2021 applications have been received for 4,999 loans totaling \$402.7 million
- Not all applications will qualify under the revenue reduction requirement; actively working with customers to fully understand rules and ensure compliance

Meaningful Operating Leverage



Improved Efficiency Ratio and Revenue Growth

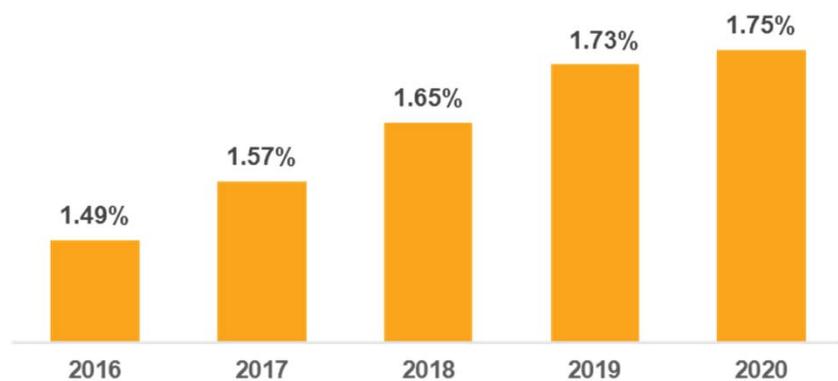


Note: Certain prior period amounts reclassified to conform with current year presentation.
 *Operating efficiency ratio excludes expense items otherwise disclosed as non-operating from total noninterest expense. In addition, the MSR valuation adjustment as well as securities gains and losses are excluded from total revenue.

Strong Profitability Metrics



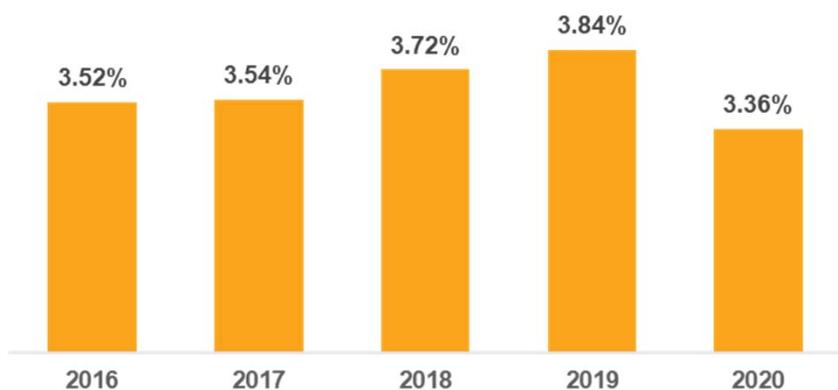
Pre-tax Pre-provision Net Revenue / Avg. Assets⁽¹⁾⁽⁴⁾ (%)



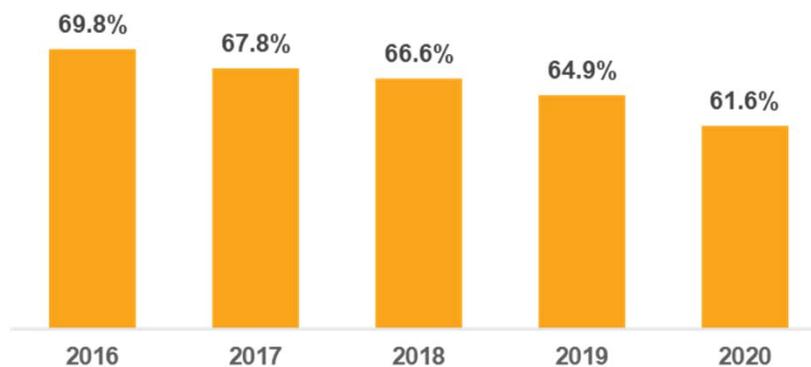
Operating Return on Avg. TCE⁽²⁾⁽⁴⁾ (%)



Net Interest Margin – Fully Taxable Equivalent (%)



Operating Efficiency Ratio⁽³⁾⁽⁴⁾ (%)



(1) Pre-tax pre-provision net revenue on average assets is annualized pre-tax pre-provision net revenue divided by total average assets.

(2) Operating return on average tangible common equity is annualized net operating income available to common shareholders (ex. MSR) divided by average tangible common shareholders' equity.

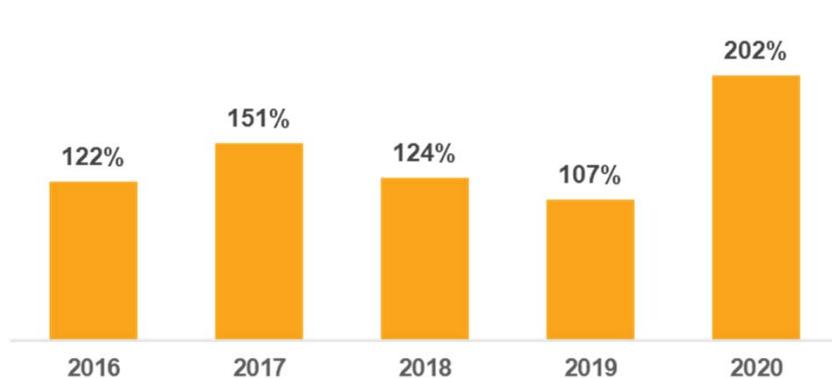
(3) Operating efficiency ratio excludes expense items otherwise disclosed as non-operating from total noninterest expense. In addition, the MSR valuation adjustment as well as securities gains and losses are excluded from total revenue.

(4) Please refer to the non-GAAP reconciliation on Slides 27-28.

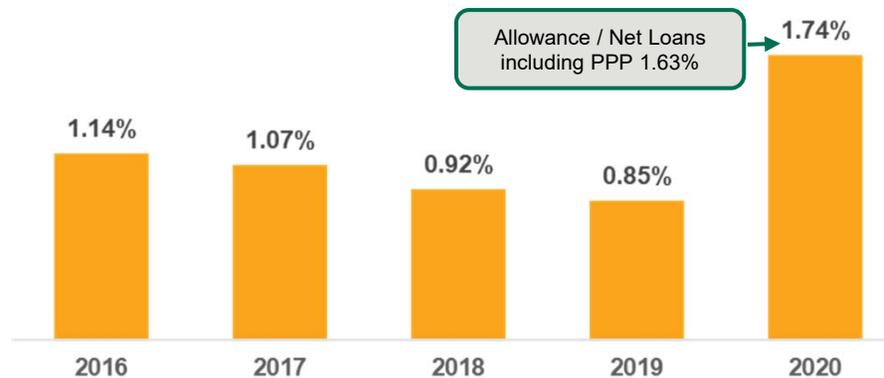
Credit Quality Highlights



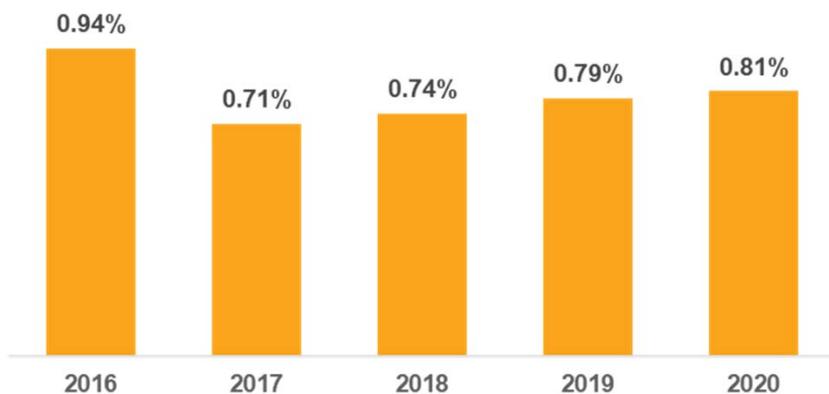
Allowance / Nonperforming Loans



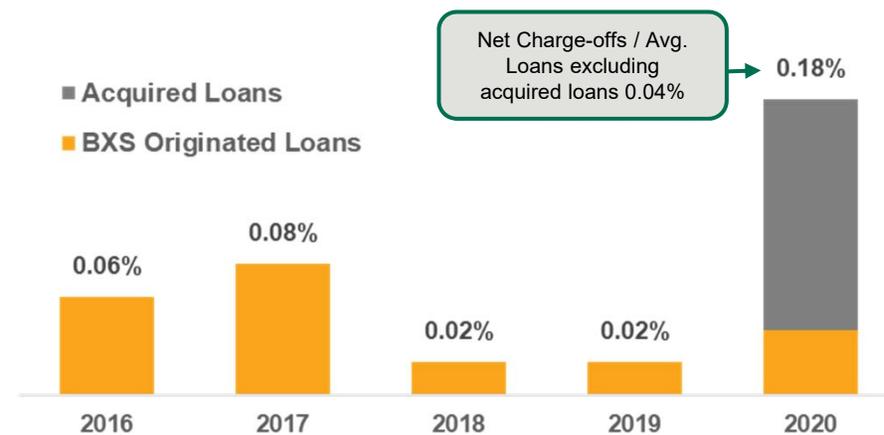
Allowance / Net Loans and Leases (Excluding PPP)



Nonperforming Loans / Net Loans and Leases



Net Charge-offs / Average Loans



COVID-19 Pandemic Update

COVID-19 Borrower Accommodations



- Approximately 0.1 percent of loan portfolio (by outstanding balance) in deferral as of December 31, 2020*
- In addition to the deferral programs, the Company has also converted certain qualifying loans to interest only for a limited time period. As of December 31, 2020 approximately \$177.5 million have been temporarily converted to interest only

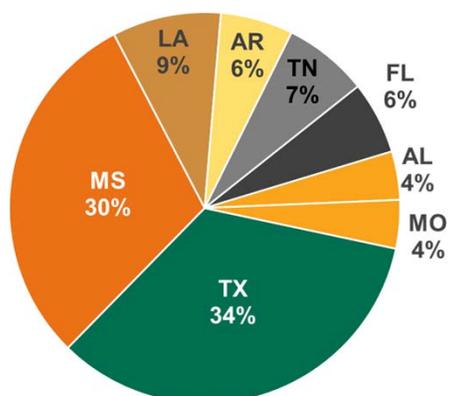
COVID-19 High Risk Portfolios

	As of 12/31/2020							
	Outstanding Balance	Total Committed Balance	Average Loan Size	% of Portfolio (based on committed balance)	\$ Loans Converted to Interest Only*	% Loans Converted to Interest Only*	\$ Deferred*	% Deferred*
Hotels & Accommodation	710,033	787,887	2,407	4.2%	138,195	19.5%	-	0.0%
Retail CRE	1,067,563	1,164,497	931	6.3%	705	0.1%	-	0.0%
Food Services	264,177	292,858	365	1.6%	6,810	2.6%	-	0.0%
High Risk Portfolios	2,041,773	2,245,242			145,710	7.1%	-	0.0%
All Other Portfolios	12,980,706	16,364,953			31,765	0.3%	20,585	0.2%
Total	\$ 15,022,479	\$ 18,610,195			\$ 177,475	1.3%	\$ 20,585	0.1%

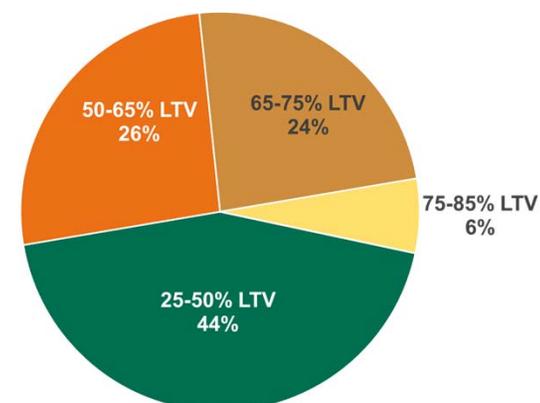
Hotels & Accommodation Portfolio



Outstanding Balance by State



LTV



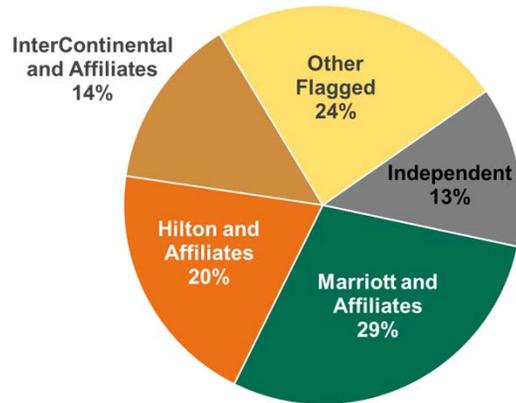
Hotel Portfolio Stats

- \$710.0 million outstanding
- Average loan size of \$2.4 million
- Only 15 loans with outstanding balances in excess of \$10 million
- 19.5% temporarily converted to interest only
- Weighted average LTV of 54.4%

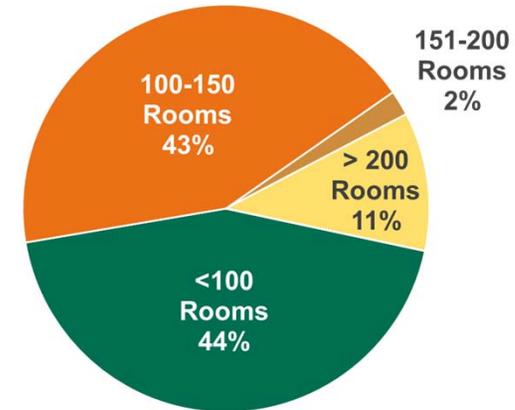
Hotels & Accommodation Portfolio (cont.)



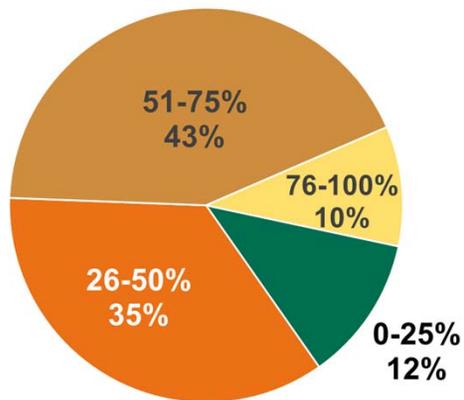
Brand



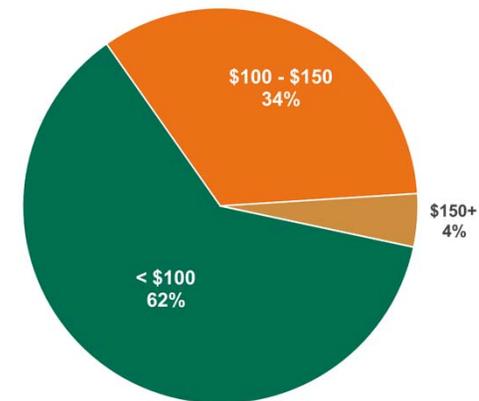
Number of Rooms



Current Occupancy Rate



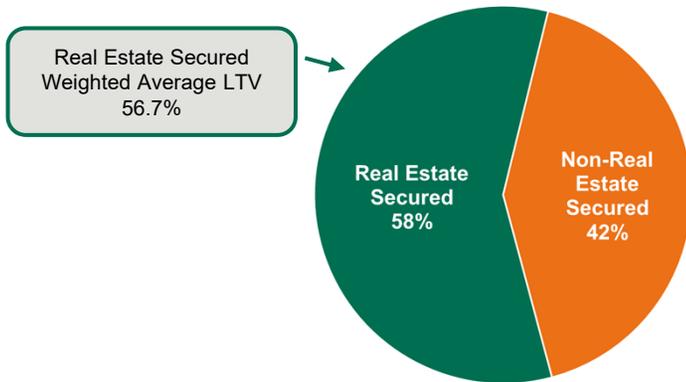
Current Average Daily Room Rate



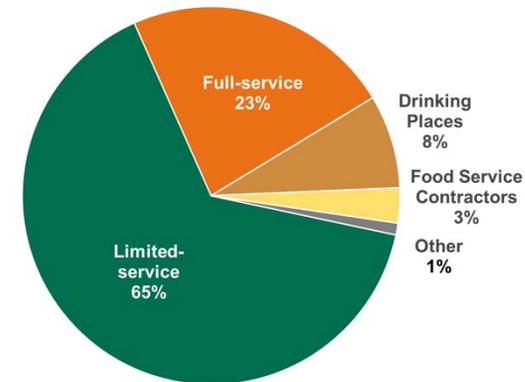
Food Services Portfolio



Total Food Services by Collateral Type



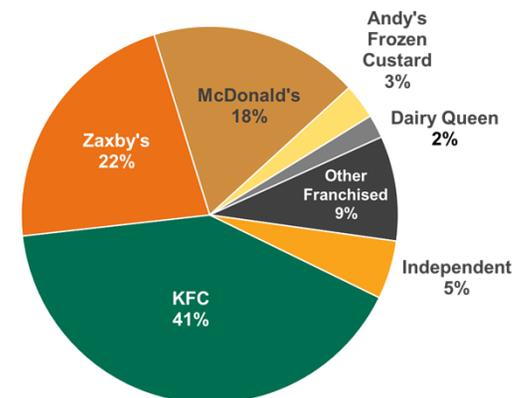
Non-Real Estate Secured by Type of Service



Food Services Portfolio Stats

- \$264.2 million outstanding
- Average loan size of \$365,000
- 2.6% temporarily converted to interest only

Non-Real Estate Secured Limited Service by Brand



Key Strategic Focus



- ❖ Continue striving to meet each customer's needs while monitoring the impact to the Company's credit quality resulting from the COVID-19 pandemic
- ❖ Challenge expenses and continue to improve efficiency
- ❖ Enhance customer experience, including improved technology offerings
- ❖ Continue investing in producing relationship managers and supporting communities we serve

Non-GAAP Reconciliation



Management evaluates the Company's capital position and operating performance by utilizing certain financial measures not calculated in accordance with GAAP, including net operating income, net operating income available to common shareholders, net operating income excluding MSR, net operating-excluding MSR income available to common shareholders, pre-tax pre-provision net revenue, total operating expense, tangible shareholders' equity to tangible assets, tangible common shareholders' equity to tangible assets, return on tangible equity, return on tangible common equity, operating return on tangible equity-excluding MSR, operating return on tangible common equity-excluding MSR, operating return on average assets-excluding MSR, operating return on average shareholders' equity-excluding MSR, operating return on average common shareholders' equity-excluding MSR, pre-tax pre-provision net revenue to total average assets, tangible book value per common share, operating earnings per common share, operating earnings per common share-excluding MSR, efficiency ratio (tax equivalent) and operating efficiency ratio-excluding MSR (tax equivalent). The Company has included certain of these non-GAAP financial measures in this presentation. Management believes that the presentation of these non-GAAP financial measures (i) provides important supplemental information that contributes to a proper understanding of the Company's capital position and operating performance, (ii) enables a more complete understanding of factors and trends affecting the Company's business and (iii) allows investors to evaluate the Company's performance in a manner similar to management, the financial services industry, bank stock analysts and bank regulators. Reconciliations of certain of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the tables below. These non-GAAP financial measures should not be considered as substitutes for GAAP financial measures, and the Company strongly encourages investors to review the GAAP financial measures included in this presentation and not to place undue reliance upon any single financial measure. In addition, because non-GAAP financial measures are not standardized, it may not be possible to compare the non-GAAP financial measures presented in this presentation with other companies' non-GAAP financial measures having the same or similar names.

	Year Ended				
	2016	2017	2018	2019	2020
Net Income	\$132,728	\$153,033	\$221,317	\$234,261	\$228,051
Plus: Pension Settlement Expense, Net of Tax	-	-	-	-	4,388
Merger Expense, Net of Tax	2	427	9,784	10,411	4,011
Changes due to Tax Reform	-	623	-	-	-
Regulatory Related Charges, Net of Tax	9,412	-	-	-	-
Initial Provision for Acquired Loans, Net of Tax	-	-	-	-	751
Less: Security Gains/(Losses), Net of Tax	80	1,006	100	132	44
Tax-Related Matters	-	-	11,288	-	-
Net Operating Income	<u>\$142,062</u>	<u>\$153,077</u>	<u>\$219,713</u>	<u>\$244,540</u>	<u>\$237,157</u>
Less: MSR Market Value Adjustment, Net of Tax	626	1,091	(946)	(10,894)	(9,617)
Net Operating Income - Excluding MSR	<u>\$141,436</u>	<u>\$151,986</u>	<u>\$220,659</u>	<u>\$255,434</u>	<u>\$246,774</u>
Less: Preferred Dividends	-	-	-	-	9,488
Net Operating Income Available to Common Shareholders - Excluding MSR	<u>\$141,436</u>	<u>\$151,986</u>	<u>\$220,659</u>	<u>\$255,434</u>	<u>\$237,286</u>
Average Shares Outstanding - Diluted	94,455	91,755	99,135	101,811	103,305
Operating Earnings per Share (ex. MSRs)	\$1.50	\$1.66	\$2.23	\$2.51	\$2.30
Net income	132,728	153,033	221,317	234,261	228,051
Plus: Provision for Credit Losses	4,000	3,000	4,500	1,500	86,000
Merger Expense	2	688	13,036	13,871	5,345
Regulatory Related Charges, Net of Tax	13,777	-	-	-	-
Pension Settlement Expense	-	-	-	-	5,846
Income Tax Expense	63,716	78,590	43,808	65,257	59,494
Less: Security Gains (Losses)	128	1,622	133	174	58
MSR market value adjustment	1,568	1,757	(1,260)	(14,515)	(12,814)
Pre-tax pre-provision net revenue	<u>\$212,527</u>	<u>\$231,932</u>	<u>\$283,788</u>	<u>\$329,230</u>	<u>\$397,492</u>
Tangible Assets					
Total Assets	\$14,724,388	\$15,298,518	\$18,001,540	\$21,052,576	\$24,081,194
Less: Goodwill	300,798	300,798	695,720	825,679	851,612
Other Identifiable Intangible Assets	21,894	17,882	50,896	60,008	55,899
Total Tangible Assets	<u>\$14,401,696</u>	<u>\$14,979,838</u>	<u>\$17,254,924</u>	<u>\$20,166,889</u>	<u>\$23,173,683</u>

Note: In thousands, except per share amounts.

Note: Certain prior period amounts reclassified to conform with current year presentation

Non-GAAP Reconciliation (cont.)



	Year Ended				
	2016	2017	2018	2019	2020
PERIOD END BALANCES:					
Tangible Shareholders' Equity					
Total Shareholders' Equity	\$1,723,883	\$1,713,485	\$2,205,737	\$2,685,017	\$2,822,477
Less: Goodwill	300,798	300,798	695,720	825,679	851,612
Other Identifiable Intangible Assets	21,894	17,882	50,896	60,008	55,899
Total Tangible Shareholders' Equity	\$1,401,191	\$1,394,805	\$1,459,121	\$1,799,330	\$1,914,966
Less: Preferred stock	-	-	-	167,021	166,993
Total Tangible Common Shareholders' Equity	\$1,401,191	\$1,394,805	\$1,459,121	\$1,632,309	\$1,747,973
AVERAGE BALANCES:					
Tangible Shareholders' Equity					
Total Shareholders' Equity	\$1,701,052	\$1,702,176	\$2,086,922	\$2,366,745	\$2,725,545
Less: Goodwill	293,987	300,798	596,655	754,426	848,263
Other Identifiable Intangible Assets	20,085	19,717	35,752	54,787	56,988
Total Tangible Shareholders' Equity	\$1,386,980	\$1,381,661	\$1,454,515	\$1,557,532	\$1,820,294
Less: Preferred stock	-	-	-	18,833	167,000
Total Tangible Common Shareholders' Equity	\$1,386,980	\$1,381,661	\$1,454,515	\$1,538,699	\$1,653,294
Total Average Assets	\$14,226,953	\$14,773,217	\$17,240,092	\$19,027,644	\$22,723,386
Operating Return on Average Assets (ex. MSR)	0.99%	1.03%	1.28%	1.34%	1.09%
Operating Return on Average Tangible Equity (ex. MSR)	10.20%	11.00%	15.17%	16.40%	13.56%
Operating Return on Average Tangible Common Equity (ex. MSR)	10.20%	11.00%	15.17%	16.60%	14.35%
TCE / TA Ratio	9.73%	9.31%	8.46%	8.09%	7.54%
Pre-tax Pre-provision Net Revenue on Average Assets	1.49%	1.57%	1.65%	1.73%	1.75%

Note: In thousands, except per share amounts.

Note: Certain prior period amounts reclassified to conform with current year presentation

BancorpSouth's common stock is listed on the New York Stock Exchange under the symbol BXS and its Series A Preferred Stock is listed under the symbol BXS-PrA. Additional information can be found at www.bancorpsouth.com.* As a reminder, all of the Company's Securities Exchange Act filings are made with the Federal Deposit Insurance Corporation and can be found at <https://efr.fdic.gov/fcxweb/efr/index.html>.



Investor Inquiries:

Will Fisackerly
Director of Corporate Finance
BancorpSouth Bank
662-680-2475
will.fisackerly@bxs.com